

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

CREIGHTON TAKATA, Individually  
and on behalf of all others similarly  
situated,

Plaintiff,

v.

RIOT BLOCKCHAIN, INC. F/K/A,  
BIOPTIX, INC., JOHN O'ROURKE,  
JEFFREY G. McGONEGAL, BARRY  
HONIG, CATHERINE  
DEFRANCESCO, MICHAEL  
BEEGHLEY, JOHN STETSON, MARK  
GROUSSMAN, ANDREW KAPLAN,  
MIKE DAI, JASON LES, and ERIC SO,

Defendants.

Civil No. 3:18-CV-02293(FLW)(ZNQ)

MOTION DATE: March 16, 2020

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**DECLARATION OF D. SCOTT CARLTON IN SUPPORT OF  
DEFENDANTS' REPLY IN SUPPORT OF THEIR MOTION FOR LEAVE  
TO FILE A JOINT SUR-REPLY**

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*Attorneys for Defendants*

*RIOT BLOCKCHAIN, INC., JOHN O'ROURKE, MICHAEL BEEGHLEY,  
JEFFREY G. MCGONEGAL, ANDREW KAPLAN, JASON LES, AND ERIC SO*

**DECLARATION OF D. SCOTT CARLTON**

I, Daniel Scott Carlton, declare and state as follows:

1. I am an attorney duly admitted to practice in the State of California and to appear before this Court *pro hac vice*. I am Of Counsel in the firm of Paul Hastings LLP, counsel of record for Defendants Riot Blockchain, Inc., John O'Rourke, Michael Beeghley, Jeffrey G. McGonegal, Andrew Kaplan, Jason Les, and Eric So (collectively, the “Defendants”) in the above-captioned matters. I make this declaration in support of Defendants’ Reply In Support of Their Motion for Leave to File a Joint Sur-Reply. I have personal knowledge of the facts stated herein and, if called upon to testify under oath, I could and would testify competently thereto.

2. Attached hereto as Exhibit “A” is a true and correct copy of a letter from Kimberly L. Fredrick, an Assistant Regional Director for the United States Securities and Exchange Commission (the “SEC”), sent to Riot Blockchain, Inc. (“Riot” or the “Company”), for care of counsel to the Company, dated January 29, 2020. This letter is referenced in Riot’s Form 8-K filed before the SEC on February 3, 2020.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration is executed on the 9th day of March 2020, at Los Angeles, California.

A handwritten signature in blue ink, appearing to read "D. Scott Carlton".

Daniel Scott Carlton

# **EXHIBIT A**

# **EXHIBIT A**



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Denver Regional Office  
1961 Stout Street, Suite 1700  
Denver, CO 80294

DIVISION OF ENFORCEMENT

Kimberly L. Frederick  
Assistant Regional Director  
(303) 844-1034

January 29, 2020

**Via UPS and E-Mail: ACeresney@debevoise.com**

Riot Blockchain, Inc.  
c/o Andrew J. Ceresney  
Debevoise & Plimpton LLP  
919 Third Avenue  
New York, NY 10022

**Re: In the Matter of Riot Blockchain, Inc. (D-03750)**

Dear Mr. Ceresney:

We have concluded the investigation as to Riot Blockchain, Inc. Based on the information we have as of this date, we do not intend to recommend an enforcement action by the Commission against Riot Blockchain, Inc. We are providing this notice under the guidelines set out in the final paragraph of Securities Act Release No. 5310, which states in part that the notice “must in no way be construed as indicating that the party has been exonerated or that no action may ultimately result from the staff’s investigation.” (The full text of Release No. 5310 can be found at: <http://www.sec.gov/divisions/enforce/wells-release.pdf>.)

Sincerely,

A handwritten signature in blue ink that appears to read "KL Frederick".

Kimberly L. Frederick  
Assistant Regional Director  
Division of Enforcement